

Notice

NOTICE is hereby given that the Thirty-Fifth (35th) Annual General Meeting (“AGM”) of the Members of DCM Shriram Ltd. (“the Company”) will be held on Tuesday, 16th July 2024 at 10:30 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following businesses:

Ordinary Business:

- To consider and adopt the following:
 - the audited standalone financial statements of the Company for the financial year ended 31st March 2024, the reports of the Board of Directors and Auditors thereon; and
 - the audited consolidated financial statements of the Company for the financial year ended 31st March 2024 and the report of the Auditors thereon.
- To declare a final dividend of Rs.2.60 per equity share of face value of Rs.2/- each and to note the payment of interim dividend of Rs.4.00 per equity share of face value of Rs.2/- each already paid during the financial year 2023-24.
- To appoint a Director in place of Mr. Aditya A. Shriram (DIN: 10157483), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Ajit S. Shriram (DIN: 00027918), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

- To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and any other applicable law for the time being in force, total remuneration of Rs.4.55 lakhs plus applicable taxes and out-of-pocket expenses, if any, payable/paid to M/s J.P. Sarda & Associates, Cost Accountants, Kota (FRN: 000289) and M/s Yogesh Gupta & Associates, Cost Accountants, New Delhi (FRN: 000373), i.e., the Cost Auditors appointed by the Board of Directors to conduct the audit of the cost accounting records of the Company for the financial year 2023-24, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”
- To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the ‘Act’), and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), (including any statutory modification(s) or re-enactment thereof) and any other applicable law for the time being in force, and based on the recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors, approval of the Members be and is hereby accorded to appoint Mr. Pradeep Dinodia (DIN: 00027995), who would attain the age of 75 years on 2nd December 2028 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, as a Non-Executive Non-Independent Director of the Company liable to retire by rotation, effective from the conclusion of the 35th Annual General Meeting of the Company, on such remuneration including fees and commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”
- To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the ‘Act’), and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and any other applicable law for the time being in force, based on the recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors, approval of the Members be and is hereby accorded to appoint Mr. Pranam Wahi (DIN: 00031914), who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted declaration to that effect, and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, as an Independent Director of the Company not liable to retire by rotation, for a term of five consecutive years commencing from the conclusion of the 35th Annual General Meeting of the Company, i.e., from 16th July 2024 to 15th July 2029, on such remuneration including fees and commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

8. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the ‘Act’), and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and any other applicable law for the time being in force, based on the recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors, approval of the Members be and is hereby accorded to appoint Ms. Seema Bahuguna (DIN: 09527493), who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted declaration to that effect, and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, as an Independent Director of the Company not liable to retire by rotation, for a term of five consecutive years commencing from the conclusion of the 35th Annual General Meeting of the Company, i.e., from 16th July 2024 to 15th July 2029, on such remuneration including fees and commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

9. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the ‘Act’), and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and any other applicable law for the time being in force, based on the recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors, approval of the Members be and is hereby accorded to appoint Dr. Simrit Kaur (DIN: 10628625), who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted declaration to that effect, and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, as an Independent Director of the Company not liable to retire by rotation, for a term of five consecutive years commencing from the conclusion of the 35th Annual General Meeting of the Company, i.e., from 16th July 2024 to 15th July 2029, on such remuneration including fees and commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

10. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the ‘Act’), and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and any other applicable law for the time being in force, based on the recommendations of the Nomination, Remuneration and Compensation Committee and the Board of Directors, approval of the Members be and is hereby accorded to appoint Mr. Vipin Sondhi (DIN: 00327400) who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted declaration to that effect, and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, as an Independent Director of the Company not liable to retire by rotation, for a term of five consecutive years commencing from the conclusion of the 35th Annual General Meeting of the Company, from 16th July 2024 to 15th July 2029, on such remuneration including fees and commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

11. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded to the revision w.e.f. 1st April 2024, of the maximum limit of remuneration for Mr. Anand A. Shriram, relative of Mr. Ajay S. Shriram, Chairman and Senior Managing Director and Mr. Aditya A. Shriram, Deputy Managing Director, to an amount not exceeding Rs. 25 Lakhs per month including salary, perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases), ex-gratia/rewards and all other benefits as applicable to officers in his cadre.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof is authorised to fix his remuneration from time to time within the aforesaid maximum limit, including promoting him to a higher cadre and/or changing his designation, as considered suitable, without requiring any further resolution, consent or reference to the Members.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

12. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded to the revision w.e.f. 1st April 2024, of the maximum limit of remuneration for Mr. Pranav V. Shriram, relative of Mr. Vikram S. Shriram, Vice Chairman and Managing Director of the Company, to an amount not exceeding Rs. 15 Lakhs per month including salary, perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases), ex-gratia/rewards and all other benefits as applicable to officers in his cadre.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof is authorised to fix his remuneration from time to time within the aforesaid maximum limit, including promoting him to a higher cadre and/or changing his designation, as considered suitable, without requiring any further resolution, consent or reference to the Members.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

13. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded to the revision w.e.f. 1st April 2024, of the maximum limit of remuneration for Mr. Varun A. Shriram, relative of Mr. Ajit S. Shriram, Joint Managing Director of the Company, to an amount not exceeding Rs.10 Lakhs per month including salary, perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases), ex-gratia/rewards and all other benefits as applicable to officers in his cadre.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof is authorised to fix his remuneration from time to time within the aforesaid maximum limit, including promoting him to a higher cadre and/or changing his designation, as considered suitable, without requiring any further resolution, consent or reference to the Members.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

14. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded to the revision w.e.f. 1st April 2024, of the maximum limit of remuneration for Ms. Tara A. Shriram, relative of Mr. Ajit S. Shriram, Joint Managing Director of the Company, to an amount not exceeding Rs.4.25 Lakhs per month including salary, perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases), ex-gratia/rewards and all other benefits as applicable to officers in her cadre.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof is authorised to fix her remuneration from time to time within the aforesaid maximum limit, including promoting her to a higher cadre and/or changing her designation, as considered suitable, without requiring any further resolution, consent or reference to the Members.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

By Order of the Board

Place : New Delhi
Date : 5th June, 2024

Swati Patil Lahiri
Acting Company Secretary
Membership No. : F7221

Notes:

1. Pursuant to the Circular Nos. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020 and other applicable circulars including General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India (MCA) ("MCA Circulars"), the 35th Annual General Meeting ("AGM") is being held through video conferencing (VC) / other audio visual means (OAVM). Members are requested to attend and participate in this AGM through VC/OAVM. The deemed venue for this AGM shall be the Registered Office of the Company. Instructions for remote e-voting, joining the AGM and e-voting thereat are given in Note No. 20 onwards.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') is annexed hereto.
3. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 7th October 2023, this Notice of 35th AGM including explanatory statement, notes and instructions for e-voting, along with the Annual Report for FY 2023-24, is being sent through electronic mode, only to those Members whose e-mail addresses are registered with the Company, Depositories or Registrar and Share Transfer Agent ('RTA'). The Notice and Annual Report will also be available on the website of the Company (www.dcmshriram.com), on the websites of stock exchanges i.e. National Stock Exchange of India (www.nseindia.com) and BSE Limited (www.bseindia.com), on the website of NSDL (www.evoting.nsdl.com) and also on the website of RTA at <https://www.mcsregistrars.com>.

Any Member requiring a hard copy of the Annual Report, may kindly send a request to the Company through email from their registered email id at shares@dcmshriram.com or a signed letter in original at the registered office of the Company.

4. Members, who are holding shares in physical form but their e-mail addresses are not registered with the Company/RTA, are requested to register their e-mail addresses at the earliest by sending to the Company/RTA, the scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held, along with self-attested scanned copy of PAN Card and self-attested scanned copy of any one of Aadhaar Card, Driving License, Election Card, Passport, Utility Bill (not older than 3 months) or any other Government document in support of their proof of address, by email to shares@dcmshriram.com and/or admin@mcsregistrars.com for the purpose of receiving the soft copies of Annual Report for FY 2023-24 and the Notice of 35th AGM. Members, who are holding shares in demat form can update their email addresses with their Depository Participant(s).
5. Since this AGM will be held through VC/OAVM, the facility for appointment of Proxies is not available and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further, being AGM through VC/OAVM, without the physical presence of Members at a common venue, the route map is also not annexed to this Notice.
6. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send legible scanned certified true copy (PDF/JPG Format) of the relevant Board Resolution, Power of Attorney or Authority Letter etc., duly signed with the attested specimen signature of the authorized signatory(ies) to vote, to the Scrutinizer by e-mail at sanjaygrover7@gmail.com, with a copy marked to shares@dcmshriram.com and evoting@nsdl.com. They can also upload their Board Resolution, Power of Attorney or Authority Letter etc. on the "e-voting" tab in their login.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint members attending the AGM, only such joint holder who is higher in the order of names, will be entitled to e-vote.
8. Members may note that the Board of Directors, in its meeting held on 6th May 2024 has, recommended final dividend of Rs. 2.60 per equity share of Rs. 2/- each, which is subject to approval of shareholders at the 35th AGM. The record date for the purpose of final dividend is 9th July 2024. The final dividend declared by the Members in this AGM, will be paid within 30 days from the date of AGM.
9. Members holding shares in physical form are requested to intimate any change in their Bank Mandate/National Electronic Clearing Service (NECS) details and/or update their PAN and Bank Account details through a request letter along with self-attested copy of PAN, original cancelled cheque with preprinted name of the Shareholder and bank-attested copy of passbook/statement showing name of the account holder to the RTA, alongwith ISR-1 and ISR-2, format(s) of which are appearing on the website of the Company at <https://www.dcmshriram.com/important-communication-for-shareholders>.
Members holding shares in electronic form are requested to intimate any change in their Bank Mandate/NECS details, if any, to their respective Depository Participants (DPs).
10. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from 1st April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act. Please note that final dividend for FY 2023-24, which is subject to declaration by Members in this AGM, will be taxable in the hands of shareholders in FY 2024-25 (Assessment Year or AY 2025-26). Thus, all details and declarations furnished should pertain to FY 2024-25 (AY 2025-26). The rate of TDS for various categories of shareholders along with required documents to be furnished, are available at the website of the Company at <https://www.dcmshriram.com/important-communication-for-shareholders>. Kindly note that such documents, duly executed, are required to be sent to the Company/RTA, on or before 9th July 2024 in order to enable the Company to determine and deduct appropriate TDS/withholding tax.

Members may either send such documents through email at shares@dcmshriram.com / admin@mcsregistrars.com or directly in original to the Company at its registered office (DCM Shriram Ltd., 2nd Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037) or RTA (MCS Share Transfer Agent Ltd., F-65, 1st Floor, Okhla Industrial Area, New Delhi-110020).

11. Important Communications & Awareness Material for Shareholders:

- a) SEBI encourages all shareholders to consider the inherent advantages of dematerialization and get their existing physical shareholding converted into demat mode. SEBI has also prohibited transfer of equity shares in physical mode. Therefore, all Members holding their shares in physical form are advised to dematerialize their shareholding at the earliest, by opening a demat account with any Depository Participant (DP) and submit the demat request to their DP.
- b) Members may please note that SEBI vide its Circular dated 25th January 2022, has mandated Listed Companies to issue securities in demat form only, while processing service requests such as issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled-in and signed Form ISR-4, along with relevant documents, the format(s) of which is available on the Company's website at <https://www.dcmshriram.com/important-communication-for-shareholders>.

- c) SEBI has mandated the Company/RTA to obtain copies of PAN Card, KYC Details, Bank Account Details, Nomination Form, etc. from all shareholders holding shares in physical form. Therefore, shareholders holding shares in physical form are requested to provide PAN, KYC and other details at the earliest in Form ISR-1, along with the supporting documents/details such as contact details including mobile number and email, self-attested copy of PAN card and address-proof of all holders, Nomination Form in SH-13 or 'Declaration to Opt-out' in Form ISR-3 and bank details along with original cancelled cheque and banker's attestation of specimen signature in Form ISR-2. Detailed instructions and specimen formats in this regard, are available on the investor section of the website of the Company at <https://www.dcmshriram.com/important-communication-for-shareholders>.

Please note that in case you are holding shares in physical form, you will be eligible to get any service request processed by the RTA only when your KYC details are updated. Further, w.e.f. 1st April, 2024, you will be eligible for dividend payments in electronic mode only when your KYC details are updated. Hence, please download, fill and send the requisite documents to the Company/RTA at the earliest.

- d) For demat account holders, SEBI has extended the last date for submission of 'choice of nomination' for demat accounts to June 30, 2024. Shareholders holding shares in demat mode, may use this facility.
- e) SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal ("ODR Portal"), which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES Platform of SEBI (scores.sebi.gov.in). Web-link to access the said portal is <https://smartodr.in>. Detailed circulars in regard to this facility are available on the investor section of the website of the Company at <https://www.dcmshriram.com/important-communication-for-shareholders>.

12. In view of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") as amended from time to time, the Company, during the FY 2023-24, has transferred the unpaid final dividend for the FY 2015-16 and unpaid 1st Interim dividend for the FY 2016-17 to the Investor Education and Protection Fund (IEPF). Consequently, the Company has also transferred 2nd Interim dividend of financial year 2016-17 to IEPF. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying as on the date with the Company, on its website (www.dcmshriram.com).

13. Members who have not yet encashed their Dividend Warrants/Cheques/DDs pertaining to final dividend of financial year 2016-17 onwards, are requested to write to the Company immediately and before 5th August 2024, as the said unclaimed dividends shall be transferred to IEPF on the completion of 7 years.

During the FY 2023-24, 89,462 Equity Shares in respect of which dividends of earlier years have not been paid or claimed by the Members for a period of seven consecutive years, have been transferred to the IEPF.

The above details are also uploaded on the website of the Company <https://www.dcmshriram.com/important-communication-for-shareholders> and IEPF authority i.e. www.iepf.gov.in. Members may also note that dividend, as well as shares transferred to IEPF can be claimed back as per the prescribed procedure.

14. Relevant documents referred to in the Annual Report, including AGM Notice and Explanatory Statement, are available for inspection through electronic mode, basis the request being sent on shares@dcmshriram.com.
15. Members seeking any information with regard to the financial statements or any other matter to be placed at the AGM, are requested to write to the Company from their registered email address at shares@dcmshriram.com, latest by 9th July 2024. Such questions shall be suitably taken up during the meeting or replied by the Company within 7 days from the date of AGM.
16. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address at shares@dcmshriram.com on or before 9th July 2024, mentioning their name, DP & Client ID/Folio no, No. of shares, PAN and Mobile Number. Only those Members, who have registered themselves as speaker will be allowed to express their views/ask questions during the AGM. Company reserves the right to restrict the number of speakers or speaking time based on availability of time at the AGM.

17. Members can join the AGM in the VC/OAVM mode 15 minutes prior to the scheduled time of the AGM, by following the procedure mentioned hereinafter. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first-come-first-serve basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors and the Chairperson of the Audit Committee, NRCC and Stakeholders Relationship Committee, who are allowed to attend the AGM without restriction of first-come-first-serve.
18. During the AGM, Members may access the scanned copy of (i) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; (ii) Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; (iii) Certificate by the Secretarial Auditors of the Company on the implementation of the DCM Shriram Employee Stock Purchase Scheme as required under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and (iv) any other documents that may be relevant or as may be required, upon Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com> under the heading "AGM Docs".
19. Details w.r.t. Appointment/Re-appointment of Directors
The brief resume and other information as required under Regulation 36 of Listing Regulations and SS-2, in relation to appointment/re-appointment of Directors at the 35th AGM, is as under:

Name of the Director	Mr. Aditya A. Shriram	Mr. Ajit S. Shriram	Mr. Pranam Wahi	Ms. Seema Bahuguna	Dr. Simrit Kaur	Mr. Vipin Sondhi	Mr. Pradeep Dinodia
DIN	10157483	00027918	00031914	09527493	10628625	00327400	00027995
Date of Birth & Age	22.02.1982 (42 years)	03.10.1967 (56 years)	02.08.1958 (65 years)	14.09.1959 (64 years)	06.08.1963 (60 years)	27.04.1960 (64 years)	02.12.1953 (70 years)
Nationality	Indian	Indian	Indian	Indian	Indian	Indian	Indian
Date of first appointment on the Board	02.07.2023	02.05.2001	16.07.2024 (Proposed)				18.07.1994
Qualification	Degree in Engineering - Cornell University, USA; MBA - London Business School	B.Com.; MBA - IMD Switzerland; Owner / President Management Programme (OPM) - Harvard Business School, USA	Chartered Accountant	MA History - Delhi University; MSC Development Studies - University of Bath, UK; Retired IAS	BA (Economics) - Lady Shri Ram College; MA (Economics) - Delhi School of Economics; Ph.D. - Faculty of Management Studies	Alumnus of IIT Delhi and IIM Ahmedabad	B.A. Economics (Hons.) - St. Stephens' College; LL.B - Delhi University; Fellow Chartered Accountant
Experience	19 years	33 years	40 years	36 years	34 years	37 years	45 years
Expertise in Functional Areas	Strategy, Operations, Procurement, General Management and Business Development	General Management, Strategy, Finance, Digital Transformation and operations of Agri Businesses, Sugar and Chloro Vinyl Business	Finance, Banking, Audit, Project Financing, Transaction Advisory, Strategy and General Management	Corporate Governance, Human Resource Development, Management & Administration, Trade & Commerce, Promotion of Industry	Economics and Public Policy, Research, Management and Governance, Data Analysis and Econometrics, Agriculture and rural non-farm economy, Poverty and Food security, Climate Change, Economic Role of State; and Ownership, Competition and Firm Productivity.	Project Planning & Execution, Business Strategy, General Management, Human Resources & Succession Planning, Manufacturing, Technology.	Corporate Affairs, Law, Accounting and Direct Taxation

Name of the Director	Mr. Aditya A. Shriram	Mr. Ajit S. Shriram	Mr. Pranam Wahi	Ms. Seema Bahuguna	Dr. Simrit Kaur	Mr. Vipin Sondhi	Mr. Pradeep Dinodia
Directorship held in other Companies	Nil	<ul style="list-style-type: none"> - DCM Shriram Credit & Investments Ltd. - Shriram Bioseed Ventures Ltd. - Fenesta India Ltd. - Hariyali Kisaan Bazaar Ltd. - DCM Shriram Infrastructure Ltd. - DCM Shriram Foundation - Shridhar Shriram Foundation - DCM Shriram Prochem Ltd. - DCM Shriram Bio Enchem Limited - Shriram Agsmart Ltd. - SRCC Development Foundation 	<ul style="list-style-type: none"> - Axis Bank Limited 	<ul style="list-style-type: none"> - India International Bullion Exchange IFSC Limited - SMFG India Credit Company Limited - PTC India Financial Services Limited 	<ul style="list-style-type: none"> - Indraprastha Gas Limited 	<ul style="list-style-type: none"> - Triveni Turbine Limited - Blue Star Limited - Blue Star Climatech Limited 	<ul style="list-style-type: none"> - Hero MotoCorp Limited - Shriram Pistons and Rings Limited - Hero Fincorp Limited
Directorship held in listed entities (other than the Company)	-	-	1	1	1	2	2
Chairman / Member of Committee(s) of Board of Directors across all public companies	-	<p><i>DCM Shriram Ltd.</i></p> <p><u>Member</u></p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee - Stakeholders Relationship Committee - Board Finance Committee 	<p><i>Axis Bank Limited</i></p> <p><u>Member</u></p> <ul style="list-style-type: none"> - Risk Management Committee - Audit Committee of the Board - Acquisitions, Divestments and Mergers Committee 	<p><i>Indian International Bullion Exchange IFSC Limited</i></p> <p><u>Chairperson</u></p> <ul style="list-style-type: none"> - Nomination, Remuneration Committee - Audit Committee <p><u>Member</u></p> <ul style="list-style-type: none"> - Risk Management Committee - Stakeholders Committee 	NIL	<p><i>Triveni Turbine Limited</i></p> <p><u>Chairman</u></p> <ul style="list-style-type: none"> - Audit Committee <p><u>Member</u></p> <ul style="list-style-type: none"> - Nomination & Remuneration Committee 	<p><i>DCM Shriram Ltd.</i></p> <p><u>Chairman</u></p> <ul style="list-style-type: none"> - Audit Committee - Nomination & Remuneration Committee - Stakeholders Relationship Committee <p><i>Hero Fincorp Limited</i></p> <p><u>Chairman</u></p> <ul style="list-style-type: none"> - Audit Committee

Name of the Director	Mr. Aditya A. Shriram	Mr. Ajit S. Shriram	Mr. Pranam Wahi	Ms. Seema Bahuguna	Dr. Simrit Kaur	Mr. Vipin Sondhi	Mr. Pradeep Dinodia
			<p><i>Axis Bank Limited</i></p> <p><u>Member</u></p> <ul style="list-style-type: none"> - Risk Management Committee - Audit Committee of the Board - Acquisitions, Divestments and Mergers Committee 	<p><i>SMFG India Credit Company Limited</i></p> <p><u>Member</u></p> <ul style="list-style-type: none"> - Nomination, Remuneration Committee - Audit Committee - Corporate Social Responsibility Committee - Stakeholders Committee <p><i>PTC India Financial Services Limited</i></p> <p><u>Chairperson</u></p> <ul style="list-style-type: none"> - Nomination, Remuneration Committee - Corporate Social Responsibility Committee <p><u>Member</u></p> <ul style="list-style-type: none"> - Risk Management Committee - Stakeholders Committee 			<ul style="list-style-type: none"> - Risk Management Committee - Nomination & Remuneration Committee - Stakeholders Relationship Committee <p><u>Member</u></p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee - IT Strategy Committee. <p><i>Hero Motocorp Limited</i></p> <p><u>Chairman</u></p> <ul style="list-style-type: none"> - Risk Management Committee - Stakeholders Relationship Committee <p><u>Member</u></p> <ul style="list-style-type: none"> - Audit Committee - Nomination & Remuneration Committee - Sustainability & Corporate Social Responsibility Committee - Committee of Directors <p><i>Shriram Pistons & Rings Limited</i></p> <p><u>Chairman</u></p> <ul style="list-style-type: none"> - Risk Management Committee - Corporate Social Responsibility Committee <p><u>Member</u></p> <ul style="list-style-type: none"> - Audit Committee - Nomination & Remuneration Committee - Stakeholders Relationship Committee

Name of the Director	Mr. Aditya A. Shriram	Mr. Ajit S. Shriram	Mr. Pranam Wahi	Ms. Seema Bahuguna	Dr. Simrit Kaur	Mr. Vipin Sondhi	Mr. Pradeep Dinodia
Names of Listed Companies in which Director resigned in past 3 years.	NIL	NIL	NIL	NIL	NIL	Ashok Leyland Limited - Resigned w.e.f 31.12.2021	NIL
Number of shares held in the Company	2,97,760 Equity Shares	5,95,580 Equity Shares	NIL	NIL	NIL	10,064 Equity Shares	29,270 Equity Shares
Last Drawn Remuneration (per annum)	Rs.201.88 lakhs	Rs.1,319.16 lakhs	Not Applicable				Rs.116.50 lakhs
Number of Board Meetings attended during the year	4/4	5/5	Not Applicable				5/5
Relationship with other Directors, and KMP	Son of Mr. Ajay S. Shriram	Brother of Mr. Ajay S. Shriram and Mr. Vikram S. Shriram	None				None
Terms & Conditions of Appointment / Reappointment and remuneration sought to be paid	Re-appointment due to retirement by rotation	Proposed appointment at the AGM, starting from conclusion of the 35 th AGM. Terms & conditions of their appointment including remuneration, are given in the respective resolution and explanatory statement of this notice.					

20. Instructions for remote e-voting, joining the AGM and e-voting thereat, are as follows:



A. Voting through electronic means

- In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide the facility to its Members, to cast their votes on the Resolutions proposed in this AGM, by electronic voting system, from a place other than venue of the AGM ("remote-voting") arranged by National Securities Depository Limited (NSDL).
- The remote e-voting period shall commence on Saturday, 13th July 2024 (9.00 A.M. IST) and end on Monday, 15th July 2024 (5.00 P.M. IST). During this period, Members of the Company, holding shares in either physical form or in dematerialized form, as on the cut-off date i.e. 9th July 2024, may cast their votes by remote e-voting. The said remote e-voting module shall be disabled by NSDL for voting thereafter.
- Once the vote on a Resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- Those Members, who are attending/participating in the AGM through VC/OAVM facility and have not cast their vote(s) on the resolutions proposed through remote e-voting earlier and are otherwise not barred from doing so, shall be eligible to cast their vote during the AGM through e-voting system.
However, Members who have already cast their vote through remote e-voting prior to the AGM, may attend and participate in the AGM through VC/OAVM means, but they shall not be entitled to vote again during the AGM through e-voting system
- The Board of Directors has appointed Mr. Kapil Dev Taneja (M. No.: F4019, CP No. 22944), Partner, M/s. Sanjay Grover & Associates, Company Secretaries failing him, Mr. Neeraj Arora (M. No.: F10781, CP No. 16186), Partner, M/s. Sanjay Grover & Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and be available for this purpose.
- The manner and process of remote e-voting are as under:

Step 1: Access to NSDL e-voting system

- Login method for e-voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories / Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="416 929 983 1191" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com. Click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also be able to directly access the system of all e-voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID or Password, are advised to use Forgot User ID / Forgot Password option available at the abovementioned website(s).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL shall be as under:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login method for e-voting and joining virtual meeting for shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. iDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing iDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-voting system.

How to cast your vote electronically and join AGM on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of DCM Shriram Limited for which you wish to cast your vote during the remote e-voting period or casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send legible scanned certified true copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. duly signed with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com with a copy marked to shares@dcmsriram.com and evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on.: 022-4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com or contact Mr. Amarjit from RTA at 011-41406148 (E-mail: admin@mcsregistrars.com) or Mr. Amit Mehra / Mr. Vipul Jain from the Company at 011-42100200 (E-mail: shares@dcmsriram.com). If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on or contact NSDL at 022-4886 7000. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 9th July 2024.

6. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 9th July 2024, may obtain the login ID and password by sending a request at or RTA of the Company. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM and a person who is not a Member as on the cut-off date i.e. 9th July 2024, should treat this Notice for information purposes only.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shares@dcmshriram.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shares@dcmshriram.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote again at the AGM.
4. The details of the person(s) who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM, shall be same as mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS ATTENDING AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience. Further Members are requested to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

E-VOTING RESULT

1. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during AGM and will make, not later than two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour and/or against, if any, and present the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
2. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.dcmshriram.com and on website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the National Stock Exchange of India Ltd. and BSE Limited.

OTHER INSTRUCTIONS

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login ID and password can be used by you exclusively for e-voting on the Resolutions placed by the companies in which you are a Shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 5

The Board of Directors (the "Board"), on the recommendation of the Audit Committee, has approved the appointment of M/s J.P. Sarda & Associates, Cost Accountants, Kota (FRN: 000289) and M/s Yogesh Gupta & Associates, Cost Accountants, New Delhi (FRN: 000373) to audit the cost records of the Company maintained across various segments on which Cost Audit Rules are applicable, for the financial year 2023-24, at a total remuneration of upto Rs.4.55 lakhs plus applicable taxes and out-of-pocket expenses. Out of Rs.4.55 lakhs, remuneration of M/s J.P. Sarda & Associates is Rs.3.15 lakhs and that of M/s Yogesh Gupta & Associates is Rs.1.40 lakhs.

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable / paid to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, ratification of the Members is sought for the aforesaid remuneration payable / paid to the Cost Auditors of the Company for the financial year 2023-24.

The Board recommends passing of the resolution set out at Item No.5 of the Notice as an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives is/are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 6

The second term of three Independent Directors of the Company, namely Mr. Pradeep Dinodia (DIN: 00027995), Mr. Sunil Kant Munjal (DIN: 00003902) and Mr. Vimal Bhandari (DIN: 00001318), shall conclude at the ensuing 35th Annual General Meeting ("AGM") of the Company.

Based on the recommendations of Nomination, Remuneration & Compensation Committee (NRCC), the Board of Directors ("Board") has recommended to the Members for their approval, appointment of Mr. Pradeep Dinodia (DIN: 00027995) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, effective from the conclusion of the ensuing 35th AGM of the Company.

Mr. Pradeep Dinodia is a fellow member of the Institute of Chartered Accountants of India with over 45 years of experience. He is the Chairman & Managing Partner of Delhi-based Chartered Accountancy firm, M/s S.R. Dinodia & Co. LLP. He has expertise in the fields of taxation, governance, corporate affairs, law and accountancy. He has been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time. Given his rich experience and insights, his continued association would be highly beneficial to the Company. Therefore, the Board recommends his appointment as Non-Executive Non-Independent Director, for approval of the shareholders.

The Company has received the requisite disclosures and declarations from Mr. Pradeep Dinodia for his proposed appointment. The Company has also received a notice in writing under Section 160 of the Act, proposing his candidature for appointment as a Director. Mr. Pradeep Dinodia is not disqualified from being appointed as a Director in terms of Section 164 of the Act or by SEBI or any other authority. Further, he will attain the age of 75 years on 2nd December 2028. His brief resume and other details, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2), are provided in the Notes.

The proposed appointment is in compliance with the applicable provisions of the Act and the Listing Regulations. Mr. Pradeep Dinodia shall be eligible for remuneration including fees and commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

The Board recommends passing of the resolution set out at Item No. 6 as a Special Resolution.

Except Mr. Pradeep Dinodia and his relatives, no other Director/Key Managerial Person(s) or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 7, 8, 9 and 10

As brought out in the foregoing item of business and since the second term of three Independent Directors of the Company is concluding at the ensuing 35th AGM, the Company is required to appoint 4 (four) new Independent Directors on its Board.

Considering the desired skills, capabilities, diversity and time commitment required for this role, after evaluating potential candidates and based on the recommendation of NRCC, the Board has recommended to the Members for their approval, appointment of the following individuals as Independent Directors of the Company, to hold office for a term of five consecutive years from the conclusion of the 35th AGM, i.e., :

- Mr. Pranam Wahi - He is a Chartered Accountant by qualification and has over 40 years of Banking & Finance experience across various countries including India, UAE / GCC, Indonesia and Singapore. He began his career with HSBC in 1982. He joined DBS as CEO India in April 2004. He has worked as Managing Director and Head Global Transaction Banking - DBS Bank, Singapore, Managing Director & Head, Middle East, DBS Dubai Branch and Managing Director, Head Business Audit / Group Audit, DBS Bank, Singapore. His last position was Managing Director, Senior Risk Executive, DBS Indonesia, before retiring in 2023.
- Ms. Seema Bahuguna - She is an IAS (superannuated in September 2019). She has done MSC Development Studies from University of Bath, UK and MA History from Delhi University. She has over 36 years of experience in formulation, development and implementation of policies, strategies and programs at senior decision-making levels in the Central and State Governments. She has been associated with the commerce and industry sector for around 9 years at senior decision-making levels. As Special Secretary and Director Industries from 1997 to 2000, she was instrumental in formulation of Rajasthan Government's New Industrial Policy of 1998. She has been associated as Secretary DPE from 2016 to 2019. She played a crucial role in facilitating a paradigm shift in the policies for Central Public Sector Enterprises to enable them to face the challenges of a modern competitive global environment.
- Dr. Simrit Kaur - She is a Professor of Economics and Public Policy and the 15th Principal of Shri Ram College of Commerce, University of Delhi. Prior to this, Prof. Kaur was with the Faculty of Management Studies, University of Delhi, where she has been teaching 'The Economic Theory of a Firm', 'Macro Economics' and 'Public Policy Reforms' for long. She also guides research scholars in areas of Development Economics, Environmental Economics, Disinvestment and Mergers & Acquisitions.
- Mr. Vipin Sondhi - He is an alumnus of IIT Delhi and IIM Ahmedabad and is currently the Chairperson of the National Board for Quality Promotion, Quality Council of India, Chairperson of CII's (Confederation of Indian Industry), National Forum on Industry - Academia Partnership for R&D and Innovation, Chairperson of the CII Council for Green Mobility and a member of CII's National Council. He is also former Managing Director & Chief Executive Officer of Ashok Leyland, JCB India and Tecumseh India, prior to which he has worked with Tata Steel and Shriram Honda. Out of his 37 years of experience in Manufacturing and Engineering sector, 21 years have been as MD & CEO.

The Board is of the opinion that all of them are persons of integrity and that they fulfil the conditions specified under the Act and the Listing Regulations, for their appointment as Independent Directors in the Company. Their background, skills and experience are suitable, and their appointment will bring a fresh perspective and more diversity on the Board.

The Company has received the requisite disclosures and declarations from Mr. Pranam Wahi, Ms. Seema Bahuguna, Dr. Simrit Kaur and Mr. Vipin Sondhi for their proposed appointment as Independent Directors. The Company has also received notice(s) in writing under Section 160 of the Act, proposing their candidature for appointment as Director(s). None of them is disqualified from being appointed as a Director in terms of Section 164 of the Act or by SEBI or any other authority. Their brief resume and other details, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2), are provided in the Notes.

The proposed appointment(s) are in compliance with the applicable provisions of the Act and the Listing Regulations. Mr. Pranam Wahi, Ms. Seema Bahuguna, Dr. Simrit Kaur and Mr. Vipin Sondhi shall be eligible for remuneration including fees and commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

The Board recommends passing of the resolution(s) set out at Item no. 7, 8, 9 and 10 as Special Resolution(s).

Save and except as aforesaid, no other Director/Key Managerial Person or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the said Resolutions.

ITEM NO. 11

Mr. Anand A. Shriram holds Bachelor of Economics from Southern Methodist University, USA and Bachelor of Business Administration from Amity University, Noida. He has also done a Course in Business Development and IT Innovation from London School of Economics. He joined the organization in 2010 as an Officer, and started with extensive orientation and learning in the commercial functions at Kota. Subsequently, he handled responsibilities in the Plastics business, and made useful contribution. Thereafter, he joined the Shriram Farm Solutions (SFS) business of the Company in December 2017. Presently, he is the Sr. Vice President in SFS business.

After initially focusing on growth of Research Wheat, Hybrid Seeds Business and Business Development initiatives, he took over the responsibility of the entire Seeds Business at SFS in February 2019. He has been instrumental in delivering aspirational growth in the Seeds Business. Mr. Anand A. Shriram has specifically contributed towards strengthening Research & Development, building Strategic Alliances and creating a long-term vision for the business. Besides this, he has been playing an active role in scanning the Agri-tech space and new-age e-commerce start-ups.

The Members in their AGM held in 2021, had approved the fixation of maximum limit of remuneration for Mr. Anand A. Shriram upto an amount of Rs.12.50 lakhs per month. Within that limit, his actual remuneration is fixed from time to time by the NRCC and the Board.

The Board of Directors of the Company, on recommendation of NRCC, has consented to revise and fix the maximum limit of remuneration of Mr. Anand A. Shriram at Rs.25 lakhs per month, which will include salary, perquisites (evaluated as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases), ex-gratia / rewards, and all other benefits, as applicable to the officers in his cadre. Approval of the Members is therefore required for the same, under Section 188 of the Companies Act, 2013.

Members may kindly note, that Rs.25 lakhs per month will not be his actual gross monthly remuneration immediately, and it may take a few more years to reach the said limit, as NRCC decides the same from time to time, based on his annual performance evaluations going forward. The current resolution only proposes a maximum limit, for approval of shareholders. Once this limit is approved, the Company will approach the shareholders only when the gross monthly remuneration of Mr. Anand A. Shriram is likely to go beyond the maximum limit of Rs.25 lakhs per month, which may take a few more years.

The Board recommends passing of the resolution set out at Item No. 11 as Ordinary Resolution.

Except Mr. Ajay S. Shriram (father of Mr. Anand A. Shriram), Mr. Aditya A. Shriram (brother of Mr. Anand A. Shriram) and their relatives, no other Director/Key Managerial Person or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 12

Mr. Pranav V. Shriram holds a MSc in Innovation and Entrepreneurship from the University of Warwick, United Kingdom in 2016 and BSc in Business Management from Cardiff University, United Kingdom in 2015.

He joined the Company in 2016 as Management Trainee. He thereafter moved to the Fenesta business in 2018 after a successful stint as a member of the ASTRA team at the Corporate Office. His role in Fenesta business was that of a key member of the project team responsible for starting the Aluminium Operations.

Presently, he is the Joint Vice President and Chief Digital Officer - Fenesta business. In this role, he is working on Digital Transformation of Fenesta business, while exploring opportunities for simplification, automation and digitization of front end and back end processes. These initiatives are helping in increased volumes, improved customer satisfaction and optimized costs. He along with his team has successfully rolled out Knowledge Management Portal which is helping the sales team to improve their effectiveness on the field. The Digital Transformation Team has also implemented many other solutions such as Automated Workflow Systems, Plant Maintenance Module, Learning Management System, etc. apart from enhancing the effectiveness of already deployed IT solutions. The team is further working on taking up more initiatives including initiatives in the field of Artificial Intelligence and Machine Learning.

In addition, he is the Head of Key Corporate Business Accounts, where he is responsible for identifying, developing and growing relationships with the key corporate businesses.

The Members in their AGM held in 2021, had approved the fixation of maximum limit of remuneration for Mr. Pranav V. Shriram upto an amount of Rs.7.50 lakhs per month. Within that limit, his actual remuneration is fixed from time to time by the NRCC and the Board.

The Board of Directors of the Company, on recommendation of NRCC, has consented to revise and fix the maximum limit of remuneration of Mr. Pranav V. Shriram at Rs.15 lakhs per month, which will include salary, perquisites (evaluated as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases), ex-gratia / rewards, and all other benefits, as applicable to the officers in his cadre. Approval of the Members is therefore required for the same, under Section 188 of the Companies Act, 2013.

Members may kindly note, that Rs.15 lakhs per month will not be his actual gross monthly remuneration immediately, and it may take a few more years to reach the said limit, as NRCC decides the same from time to time, based on his annual performance evaluations going forward. The current resolution only proposes a maximum limit, for approval of shareholders. Once this limit is approved, the Company will approach the shareholders only when the gross monthly remuneration of Mr. Pranav V. Shriram is likely to go beyond the maximum limit of Rs.15 lakhs per month, which may take a few more years.

The Board recommends passing of the resolution set out at Item No. 12 as Ordinary Resolution.

Except Mr. Vikram S. Shriram (father of Mr. Pranav V. Shriram) and his relatives, no other Director/Key Managerial Person or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 13

Mr. Varun A. Shriram has completed his Bachelor's Degree in Quantitative Economics from Tufts University, Medford, MA in 2018 and was on the Dean's List with Latin Honours. He has also done a General Course (Study Abroad) in Economics from the London School of Economics and Political Science (LSE) in 2017.

During his education, he interned at Accenture in India as a Summer Associate, at ICRA as an Economic Intern and with The Boston Consulting Group (BCG). He also worked on various professional consulting and business development projects as part of his education at the Tufts University. Post his education, he worked as an External Consultant at The BCG for a period of 6 months, where he handled a variety of assignments.

He joined the organization in 2019 and is presently working as the Chief Strategy Officer in Sugar Business of the Company. In his role, he took various digitization initiatives, especially in Sugarcane value chain/Industry 4.0/Google suite usage. He is also deeply involved in many new initiatives in the business with the extensive use of Artificial Intelligence and Machine Learning; more particularly on smart factories. He has also been actively involved in the project of Ajbapur distillery and the setting up and operationalization of other distilleries. He also contributed immensely in conceptualizing the brands of country liquor and other activities of country liquor business.

Some of his recent achievements and accomplishments include fast tracking adoption of digital tools/Google suite by employees during COVID pandemic, setting up of call center (Suvidha Kendra) in Loni Sugar Unit and its operationalization, Launch of e-Suvidha app for farmers and its popularization, evaluation and firming up of new projects viz. Grain based distillery, Sulphate of Potash and developing SOPs for preservation of molasses along with various team members.

The Members in their AGM held in 2022, had approved the fixation of maximum limit of remuneration for Mr. Varun A. Shriram upto an amount of Rs.5.00 lakhs per month. Within that limit, his actual remuneration is fixed from time to time by the NRCC and the Board.

The Board of Directors of the Company, on recommendation of NRCC, has consented to revise and fix the maximum limit of remuneration of Mr. Varun A. Shriram at Rs.10 lakhs per month, which will include salary, perquisites (evaluated as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases), ex-gratia / rewards, and all other benefits, as applicable to the officers in his cadre. Approval of the Members is therefore required under Section 188 of the Companies Act, 2013.

Members may kindly note, that amount of Rs. 10 lakhs per month will not be his actual gross monthly remuneration immediately, and it may take a few more years to reach the said limit, as NRCC decides the same from time to time, based on his annual performance evaluations going forward. The current resolution only proposes a maximum limit, for approval of shareholders. Once this limit is approved, the Company will approach the shareholders, only when the gross monthly remuneration of Mr. Varun A. Shriram is likely to go beyond the maximum limit of Rs. 10 lakhs per month, which may take a few more years.

The Board recommends passing of the resolution set out at Item No. 13 as Ordinary Resolution.

Except Mr. Ajit S. Shriram (father of Mr. Varun A. Shriram) and his relatives, no other Director/Key Managerial Person or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 14

Ms. Tara A. Shriram is a graduate from Wesleyan University, with a B.A in Psychology and Data Analysis. She joined the organization in 2022 and is presently working as Manager in the CSR function.

Following her education, she volunteered at Nai Disha Free Education Society, providing additional tutoring to children during the COVID-19 pandemic. She also worked with an independent counsellor and research assistant at Kankan Counselling. In this role, she aided in monitoring and evaluating the internal metrics of clients and contributed to a research study for GASVS Foundation, an NGO focused on mental health interventions in rural India.

Thereafter, she joined DCM Shriram as a Trainee in the CSR department. In her role in the Company's CSR function, she is responsible for monitoring evaluation of CSR programs, need assessment, impact assessment, coordination with third parties, coordination with business unit teams for MIS reporting.

She has played a key role in creating processes and systems towards the Monitoring & Evaluation journey of the CSR department. She has also supported the capacity building journey of CSR employees and the implementation partners. Along with this, the social media and IEC for DCM Shriram Foundation content creation is also supported by her.

The Board of Directors of the Company, on recommendation of NRCC, has consented to fix the maximum limit of remuneration of Ms. Tara A. Shriram at Rs.4.25 lakhs per month, which will include salary, perquisites (evaluated as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases), ex-gratia / rewards, and all other benefits, as applicable to the officers in her cadre. Approval of the Members is therefore required for the same, under Section 188 of the Companies Act, 2013.

Members may kindly note, that Rs.4.25 lakhs per month will not be her actual gross monthly remuneration immediately, and it may take a few more years to reach the said limit, as NRCC decides the same from time to time, based on her annual performance evaluations going forward. The current resolution only proposes a maximum limit, for approval of shareholders. Once this limit is approved, the Company will approach the shareholders only when the gross monthly remuneration of Ms. Tara A. Shriram is likely to go beyond the maximum limit of Rs. 4.25 lakhs per month, which may take a few more years.

The Board recommends passing of the resolution set out at Item No. 14 as Ordinary Resolution.

Except Mr. Ajit S. Shriram (father of Ms. Tara A. Shriram) and his relatives, no other Director/Key Managerial Person or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board

Place : New Delhi
Date : 5th June 2024

Swati Patil Lahiri
Acting Company Secretary
Membership No.: F7221